

WPJB987  
WPJE545  
WPJE586

**GTE Mobilnet of Terre Haute Limited Partnership**

WLL650  
WLL787  
WLL788

**GTE Mobilnet of Texas RSA #3 Limited Partnerhship**

WLR222

**GTE Mobilnet of Texas RSA #6 Limited Partnership**

WLR221  
WLR649  
WLR650

**GTE Mobilnet of Texas RSA #11 Limited Partnership**

WLR216

**GTE Mobilnet of Texas RSA #16 Limited Partnership**

WLR220  
WLR646  
WLR648  
WLR680  
WLR681  
WLR682  
WLR684  
WMI207  
WMI208  
WMI247  
WMI248  
WMI791  
WMM421  
WMN574

WMR692  
WMS248  
WMS828

**GTE Mobilnet of Texas RSA #17 Limited Partnership**

WLR217  
WMI206  
WPJA812  
WPNE426  
WPNH773

**GTE Mobilnet of Texas RSA #21 Limited Partnership**

WLR215

**GTE Mobilnet of the Midwest Incorporated**

WLN850  
WLN851  
WLN859  
WLR376  
WLU583  
WLU776  
WMQ764  
WMS511  
WMW576

**GTE Mobilnet of the Southwest Incorporated**

WLB847  
WLB848  
WLN900  
WLT593  
WLU407  
WMK459  
WMM669  
WMQ212  
WMQ895  
WMS269  
WPJF553

**GTE Mobilnet of Wilmington II Incorporated**

WLL517  
WLL518  
WLL519  
WMK947  
WMK948  
WPJB990

**GTE Wireless Incorporated, GTE Mobilnet of Northwest Oregon Limited Partnership,  
and GTE Mobilnet of Oregon Limited Partnership, as joint tenants**

WHE479  
WHE481  
WHE482  
WHE483  
WHE484  
WHE485  
WHE486  
WHE487  
WHE488  
WLA723  
WLA775  
WLA776  
WLA777  
WLA778  
WLL972  
WLN418  
WLS641  
WLS657  
WLV235  
WLV977  
WLV978  
WLV979  
WLV980  
WLV981  
WLV982  
WLV983  
WLV984  
WLV985  
WLV986  
WLV987

WMK400  
WML320  
WPJC236  
WPJC237

**GTE Wireless of Houston Incorporated**

WLL653  
WMI729  
WPJA494  
WPJA813

**GTE Wireless of the Midwest Incorporated**

WLL902  
WLL903  
WLL904  
WLL905  
WMJ219  
WMM919

**GTE Wireless of the Pacific Incorporated**

WLL657  
WLL812  
WLL813  
WMQ905  
WMQ906

**GTE Wireless of the South Incorporated**

WHD201  
WHD202  
WLA751  
WLA822  
WLC471  
WLC472  
WLC473  
WLC474  
WLC654  
WLC655  
WLC669

WLC670  
WLK444  
WLK445  
WLK755  
WLK756  
WLK757  
WLK758  
WLK759  
WLK856  
WLK857  
WLK944  
WLK945  
WLL676  
WLM792  
WLM793  
WLM794  
WLM795  
WLM796  
WLM797  
WLM798  
WLM799  
WLR303  
WLR304  
WLR305  
WLR306  
WLR307  
WLR325  
WLR326  
WLR577  
WLT915  
WLT916  
WLT917  
WLT921  
WLU355  
WLU356  
WLU788  
WLU895  
WLV455  
WLV577  
WMI214  
WMI215  
WMI216

WMI217  
WMJ217  
WMJ218  
WMJ222  
WMJ283  
WMJ303  
WMJ306  
WMJ351  
WMJ748  
WMJ749  
WMJ812  
WMJ813  
WMJ816  
WMK332  
WMK333  
WMK336  
WMK337  
WMK340  
WMK341  
WML876  
WMM365  
WMM366  
WMM367  
WMM368  
WMM369  
WMM370  
WMM385  
WMM433  
WMM439  
WMM440  
WMM476  
WMM477  
WMM485  
WMM486  
WMM689  
WMM899  
WMN434  
WMN509  
WMN583  
WMN584  
WMQ254  
WMQ302

WMQ568  
WMQ596  
WMQ637  
WMQ638  
WMQ639  
WMQ656  
WMQ657  
WMQ743  
WMQ847  
WMS288  
WMS376  
WMT437  
WMT438  
WMV987  
WMW419  
WMW640  
WMW641  
WMW874  
WMW875  
WPJB994  
WPJB995  
WPJB996  
WPJB997  
WPJD325  
WPNB433

**Illinois RSA 1 Limited Partnership**

WLV321  
WLV341  
WLV551  
WLV555  
WLV559  
WLV563  
WLV567  
WMQ220  
WMQ291  
WMS672  
WMS764  
WMS990

**Indiana RSA #1 Limited Partnership**

WLR214  
WMS669

**Iowa RSA 5 Limited Partnership**

WLR377

**Kentucky RSA No. 1 Partnership**

WMQ310  
WMQ311  
WMQ312

**Knoxville Cellular Limited Partnership**

WLL396  
WLN697  
WLN698  
WLN699  
WLN814  
WLN817  
WLN818  
WLN836  
WMJ221  
WMM395  
WMM471  
WMN458

**Knoxville Cellular Telephone Company**

WMJ438

**Memphis Cellular Telephone Company**

WLK624  
WLK625  
WLK627  
WLM903  
WLM904  
WLM905



WLM906  
WLM907  
WLM908  
WMJ439  
WMM388  
WMN649  
WMR569  
WMR702  
WMR703

**New Mexico RSA 3 Limited Partnership**

WLR328  
WMQ705  
WMQ706  
WMS472

**New Mexico RSA 6-1 Partnership**

WLV571  
WLV575  
WLW616  
WPNA589

**New Mexico RSA No. 5 Limited Partnership**

WMQ629  
WMQ630  
WMR696  
WPJD321

**Rockford MSA Limited Partnership**

WLN820  
WLN821  
WLN822  
WLV280

**Southern Indiana RSA Limited Partnership**

WLR347  
WLR348

WLR349  
WMJ223  
WMM920  
WMQ445  
WMQ446  
WMQ677

**Texas RSA 10B3 Limited Partnership**

WLR351  
WLR352  
WLR353  
WPJF554

**Tuscaloosa Cellular Partnership**

WLS497  
WLS498  
WLU276  
WLU277  
WML950  
WMV881  
WMW418

**Virginia Cellular Limited Partnership**

WLB675  
WLB676  
WLC210  
WLC211  
WLC212  
WLC213  
WLC214  
WLC283  
WLK931  
WLL453  
WLL511  
WLM517  
WLM518  
WLM519  
WLM520  
WLM521

WLM643  
WLN395  
WLN500  
WLN864  
WLN865  
WLN943  
WLS807  
WLT503  
WLT503  
WLT504  
WLT715  
WLT716  
WLU553  
WLU875  
WLU885  
WLV564  
WLV653  
WLV657  
WLV674  
WLV678  
WLW373  
WLW458  
WLW459  
WLW590  
WLW591  
WLW593  
WLW619  
WMJ304  
WMJ305  
WMJ805  
WMK761  
WMK762  
WMK763  
WMK764  
WMK768  
WMK783  
WMK784  
WMK786  
WMK787  
WMK788  
WMK889  
WMK892

WMK893  
WMK894  
WMK896  
WML289  
WML334  
WML536  
WML537  
WML539  
WML540  
WML568  
WML569  
WML629  
WML663  
WML669  
WML795  
WMM432  
WMM713  
WMN215  
WMN216  
WMN371  
WMN549  
WMP203  
WMQ413  
WMW857  
WMW912  
WMW913  
WMW914  
WPJA578

A certified copy of the Articles of incorporation for each corporate licensee listed above is attached in a separate volume, Volume III.

**APPLICANT OWNERSHIP**

No stockholder owns 10 percent or more of Bell Atlantic Corporation stock.

## **LANDLINE AFFILIATION**

Transferee is the parent corporation of companies that provide public landline message telephone service.

## **PENDING PROCEEDINGS**

### **Response to Item 20:**

**New England Mobile Communications, Inc., d/b/a Kartele Cellular Phones ("Kartele") v. Bell Atlantic NYNEX Mobile, Inc., ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile")** (Superior Court of Connecticut) Kartele, a former agent, alleges defendant "improperly terminated" the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendants' motion to revise has been granted in part, and denied in part; defendants will file a motion to dismiss.

**Cellular Systems of Newberry, Inc., v. Cellco Partnership d/b/a Bell Atlantic Mobile** (U.S. District Court for the District of South Carolina) Plaintiff alleges that defendant failed to pay commissions due under the agency agreement; and wrongfully terminated the agency agreement, thereby committing breach of contract and violating South Carolina fair trade statutes. This matter was removed to Federal Court. BAM has moved for summary judgment on the unfair trade practices claims.

**Road Music and More (Cellular), Inc. ("Road Music") v. Metro Mobile CTS of Greenville, Inc. and Bell Atlantic NYNEX Mobile, Inc. ("BANM")** (Court of Common Pleas, Spartanburg County, South Carolina) Plaintiff alleges that Defendants breached the agency agreement and violated South Carolina fair trade practices statutes by engaging in below-cost pricing and other practices in order to obtain a competitive advantage. BAM has moved for summary judgment on all counts of the complaint.

**Electronics Store, Inc., v. Cellco Partnership and Cedar Point Federal Credit Union** (Circuit Court of St. Mary's County, Maryland) Plaintiff alleges that defendants committed antitrust violations under Maryland common law, common law breach of contract and tortious interference with contract. Summary judgment was granted in favor of defendants on July 13, 1998 and plaintiff's appeal is pending.

**USA Wireless, Inc., v. Bell Atlantic NYNEX Mobile, Inc.** (Massachusetts Superior Court) Plaintiff, a former BAM agent that terminated the agency agreement upon selling the business, alleges that BAM breached the agreement and violated Massachusetts fair trade statutes by refusing to provide an accounting and payment of commission due to plaintiff. BAM is preparing to file an answer and counter claims against plaintiff.

**In Re Vermont RSA Limited Partnership** (Vermont Environmental Board) While the following case is not reportable under the question, it is being disclosed for information

purposes. In July 1998, the Board granted a petition by the town of Sharon, Vermont, to revoke a land use permit which had been granted to Vermont RSA Limited Partnership ("Partnership") for a new wireless communications tower. The managing partner of the Partnership is NYNEX Mobile Limited Partnership 1 ("NMLP1"), the managing partner of NMLP1 is Celco Partnership of which BAM is the managing partner. The Board found that the Partnership had submitted inaccurate, erroneous and materially incomplete information in connection with the permit application and that it may have been negligent, but that the Partnership's actions were not willful or grossly negligent. The Board offered the Partnership the opportunity to amend its permit application or take other corrective action. The Partnership is considering an appeal or petition for reconsideration of the Board's decision.



### **CURRENT AND FORMER RADIO STATION INTERESTS**

For the current radio station authorizations in which Bell Atlantic Corporation has an interest, see its Form 430, included in this application package as Exhibit D.

Bell Atlantic Corporation has held direct and indirect interests in other radio station authorizations that have been transferred or assigned in the normal course of business.

## **TRANSFeree STOCK**

As part of the contemplated merger, shares of stock of Bell Atlantic Corporation will be exchanged for GTE Corporation shares held by its stockholders. In addition, Bell Atlantic Corporation is a publicly traded corporation, and its shares will continue to be sold in the public stock market subsequent to the merger.

**RESPONSE TO ITEM 27.B, FORM 704**

Bell Atlantic Corporation has relied upon the representations and warranties of GTE Corporation and its affiliates ("GTE") and upon its independent review of the Commission's databases and documents on file with the Commission with respect to the compliance by GTE with its current authorizations and the Commission's rules. Bell Atlantic Corporation and GTE will undertake a review of GTE's authorizations and facilities and will make appropriate changes as required.

**PUBLIC INTEREST STATEMENT**

The public interest statement for the proposed merger is included as Exhibit A to the cover application.



READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

Electronic Fee Audit Code  
167552282741728  
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION

## REMITTANCE ADVICE

PAGE NO. 1 OF 1

APPROVED BY OMB 3060-0589

SPECIAL USE

FCC USE ONLY

Point-to-Point Microwave

### SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

GTE Service Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 390.00

(4) STREET ADDRESS LINE NO. 1

1850 M Street, NW, Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-463-5295

(10) COUNTRY CODE (if not in U.S.A.)

### SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

Bell Atlantic Corporation

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

1095 Avenue of the Americas

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10036

(17) DAYTIME TELEPHONE NUMBER (include area code)

212-395-2121

(18) COUNTRY CODE (if not in U.S.A.)

### SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WJL21

(20A) PAYMENT TYPE CODE (PTC)

C C P M

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 75.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

WJL22 et al.

(20B) PAYMENT TYPE CODE (PTC)

C A P M

(21B) QUANTITY

7

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$ 315.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

### SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 1 3 1 6 7 5 5 2 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 2 3 2 2 5 9 8 8 4

### SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, \_\_\_\_\_, Certify under penalty of perjury that the foregoing and supporting information  
(PRINT NAME)  
are true and correct to the best of my knowledge, information and belief. SIGNATURE \_\_\_\_\_

### SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD  
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

FCC 704  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554

Approved by OMB  
3080-0048  
Est. Burden: 8 Hours

FCC USE ONLY

## APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

### PART I - To be completed by Permittee or Licensee

#### 1(a) Name of Corporate Permittee or Licensee

**GTE Government Systems Corporation, et al. (See Exhibit 1)**

Mailing Street Address or P. O. Box, City, State and ZIP Code

c/o GTE Service Corporation, 1850 M Street, NW, Suite 1200  
Washington, DC 20036

Call Sign or Other FCC Identifier

See Exhibit 1

Internet Address

scarmel@dcoffice.gte.com

#### (b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCPM	1	\$ 75.00
2	CAPM	7	\$ 315.00
Add all amounts in Column (3), lines 1 and 2.			
Remit this amount with your application.			>> \$ 390.00

FCC USE ONLY

#### 2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations  
See Exhibit 1

#### 3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

**GTE Corporation**  
1255 Corporate Drive, P.O. Box 15257  
Irving, TX 75015

#### 4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee


**Bell Atlantic Corporation**  
1095 Avenue of the Americas  
New York, NY 10036

#### 5. Permittee or Licensee represents: (check one) See Exhibit 1

- ☐ That there is attached to this application as Exhibit No. \_\_\_\_\_ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
- ☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: \_\_\_\_\_ Date filed: \_\_\_\_\_

**CERTIFICATION:** The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).**

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
See Exhibit 1		Authorized Representative	9/30/98

### PART II - To be completed by Transferor

#### 6(a) Transfer of Control will be accomplished by: (check one)

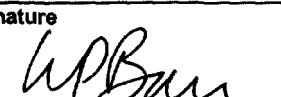
- ☒ Sale or other transfer or assignment of stock  
(Complete item 6(b)) **See cover application**
- ☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		
Shares issued and outstanding		
Shares authorized		

#### 7. Attach as Exhibit No. \_\_\_\_\_ a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. See cover application and Exhibit A

**CERTIFICATION:** The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).**

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
GTE Corporation		Exec. Vice President & General Counsel	9/30/98

**PART III - To be completed by Transferee**

8. Transferee is: (check one)

☐ INDIVIDUAL☐ PARTNERSHIP☒ CORPORATION☐ UNINCORPORATED ASSOCIATION9. Attach as Exhibit No. \_\_\_\_\_ a statement of transferee's principal business. **See cover application**10. Attach as Exhibit No. \_\_\_\_\_ a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. **See cover application**

Place an "X" in the appropriate column.

YES NO

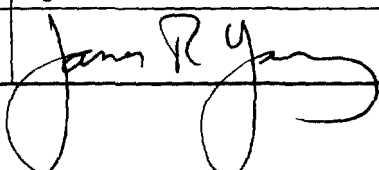
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States? <u>N/A</u>	➤		
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof. <u>N/A</u>			
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? <u>Delaware</u>			
(1) Attach as Exhibit No. <u>E</u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. <u>2</u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock.			
b. Is any director or officer an alien?	➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. <u>3</u> a statement relating the facts.	➤	X	
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any. <u>N/A</u>	➤		
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. <u>4</u> a statement relating the facts.	➤	X	
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. <b>See Exhibit 5</b>	➤	X	
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. <b>See Exhibit 5</b>	➤	X	



Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes. ➤			X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities. ➤			X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.) ➤			X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. <u>6</u> . ➤		X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained. ➤			X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. ➤			
<b>Appl. will obtain necessary authorization</b>			
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application? ➤		X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules? <b>See Exhibit 7</b> ➤			
28. Attach as Exhibit No. <u>8</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.			
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below: <b>N/A</b>			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months? ➤			
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year? ➤			
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement? ➤		X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation? ➤		X	

**CERTIFICATION:** Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).**

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
Bell Atlantic Corporation		Exec. Vice President & General Counsel	10/1/98